

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11  
:   
Aegerion Pharmaceuticals, Inc., et al.,<sup>1</sup> : Case No. 19-11632 (MG)  
:   
Debtors. : (Jointly Administered)  
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**DECLARATION OF JAMES DALOIA OF PRIME CLERK LLC  
REGARDING SOLICITATION OF VOTES AND TABULATION OF  
BALLOTS CAST ON DEBTORS' FIRST AMENDED JOINT CHAPTER 11 PLAN**

I, James Daloia, declare, under the penalty of perjury:

1. I am a Director of Solicitation and Public Securities at Prime Clerk LLC ("**Prime Clerk**"), located at One Grand Central Place, 60 East 42<sup>nd</sup> Street, Suite 1440, New York, New York 10165. I am over the age of eighteen years and not a party to the above-captioned action.

Unless otherwise noted, I have personal knowledge of the facts set forth herein.

2. I submit this Declaration with respect to the solicitation of votes and the tabulation of ballots cast on the *Debtors' First Amended Joint Chapter 11 Plan*, dated July 9, 2019 [Docket No. 180] (as may be amended, supplemented, or modified from time to time, the "**Plan**").<sup>2</sup> Except as otherwise noted, all facts set forth herein are based on my personal knowledge, knowledge that I acquired from individuals under my supervision, and my review of relevant documents. I am authorized to submit this Declaration on behalf of Prime Clerk. If I were called to testify, I could and would testify competently as to the facts set forth herein.

3. This Court authorized Prime Clerk's retention as (a) the claims and noticing agent

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<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal taxpayer identification number are Aegerion Pharmaceuticals, Inc. (0116), and Aegerion Pharmaceuticals Holdings, Inc. (1331). The Debtors' executive headquarters are located at 245 First Street, Riverview II, 18th Floor, Cambridge, MA 02142.

<sup>2</sup> Capitalized terms used by not otherwise defined herein have the meanings given to them in the Plan or Disclosure Statement Order (as defined herein).

to the above-captioned debtors and debtors in possession (collectively, the “**Debtors**”) pursuant to the *Order Authorizing Retention and Appointment of Prime Clerk LLC as Claims and Noticing Agent Under 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), and Local Rule 5075-1*, dated May 24, 2019 [Docket No. 41]; and (b) administrative advisor pursuant to the *Order Authorizing Employment and Retention of Prime Clerk LLC as Administrative Advisor Nunc Pro Tunc to the Petition Date* [Docket No. 141] (the “**Retention Orders**”). The Retention Orders authorize Prime Clerk to assist the Debtors with, among other things, the service of solicitation materials and tabulation of votes cast to accept or reject the Plan. Prime Clerk and its employees have considerable experience in soliciting and tabulating votes to accept or reject chapter 11 plans.

**Service and Transmittal of Solicitation Packages and the Tabulation Process**

4. Pursuant to the *Order: (I) Approving Disclosure Statement; (II) Establishing Date of Confirmation Hearing; (III) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject Plan, Including (A) Approving Form and Manner of Solicitation Packages, (B) Approving Form and Manner of Notice of Confirmation Hearing, (C) Establishing Record Date and Approving Procedures for Distribution of Solicitation Packages, (D) Approving Forms of Ballots, (E) Establishing Deadline for Receipt of Ballots, and (F) Approving Procedures for Vote Tabulations; (IV) Establishing Deadline and Procedures for Filing Objections to Confirmation of Plan; (V) Approving Rights Offering Procedures; and (VI) Granting Related Relief*, dated July 11, 2019 [Docket No.191] (the “**Disclosure Statement Order**”), the Court established procedures to solicit votes from and tabulate ballots submitted by holders entitled to vote on the Plan (the “**Solicitation Procedures**”). Prime Clerk adhered to the Solicitation Procedures outlined in the Disclosure Statement Order and the ballots, which

were distributed to parties entitled to vote on the Plan. I supervised the solicitation and tabulation performed by Prime Clerk's employees.

5. The Solicitation Procedures established July 11, 2019 as the record date (the "**Voting Record Date**") for determining which creditors were entitled to vote on the Plan. Pursuant to the Plan and the Solicitation Procedures, only holders as of the Voting Record Date in the following classes were entitled to vote to accept or reject the Plan (collectively, the "**Voting Classes**"):

Plan Class	Class Description
Class 3	Bridge Loan Claims
Class 4	Novelion Intercompany Loan Claims
Class 6B	Other General Unsecured Claims

No other classes were entitled to vote on the Plan.

6. In accordance with the Solicitation Procedures, Prime Clerk worked closely with the Debtors' advisors to identify the holders entitled to vote in the Voting Classes as of the Voting Record Date, and to coordinate the distribution of solicitation materials to these holders. In addition, Prime Clerk coordinated the distribution of solicitation materials to holders in the applicable Voting Classes in accordance with procedures commonly used to serve solicitation materials on holders of public securities. A detailed description of Prime Clerk's distribution of solicitation materials is set forth in Prime Clerk's *Affidavit of Service of Solicitation Materials*, which was filed with this Court on July 25, 2019 [Docket No. 211].

7. In accordance with the Solicitation Procedures, Prime Clerk received, reviewed, determined the validity of, and tabulated the ballots submitted to vote on the Plan. Each ballot submitted to Prime Clerk was date-stamped, scanned, assigned a ballot number, entered into Prime Clerk's voting database and processed in accordance with the Solicitation Procedures. To

be included in the tabulation results as valid, a ballot must have been (a) properly completed pursuant to the Solicitation Procedures, (b) executed by the relevant holder entitled to vote on the Plan (or such holder's authorized representative), (c) returned to Prime Clerk via an approved method of delivery set forth in the Solicitation Procedures and (d) received by Prime Clerk by 4:00 p.m. (prevailing Eastern Time) on August 15, 2019 (the "**Voting Deadline**").

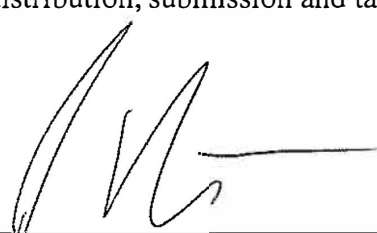
8. All valid ballots cast by holders entitled to vote in the Voting Classes and received by Prime Clerk on or before the Voting Deadline were tabulated pursuant to the Solicitation Procedures.

9. The final tabulation of votes cast by timely and properly completed ballots received by Prime Clerk is attached hereto as **Exhibit A**.

10. Reports of all ballots excluded from the final tabulation prepared by Prime Clerk, and the reasons for exclusion of such ballots, are attached hereto as **Exhibit B1** and **Exhibit B2**.

To the best of my knowledge, information and belief, I declare under penalty of perjury that the foregoing information concerning the distribution, submission and tabulation of ballots in connection with the Plan is true and correct.

Dated: August 22, 2019

  
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James Daloia  
Director, Solicitation and Public Securities  
Prime Clerk LLC

**Exhibit A**

**Aegerion Pharmaceuticals, Inc., et al.**  
**Exhibit A - Tabulation Summary**

Class	Class Description	Number Accepting	Number Rejecting	Amount Accepting	Amount Rejecting	Class Voting Result
		%	%	%	%	
3	Bridge Loan Claims against Aegerion Pharmaceuticals, Inc.	5	0	\$74,456,659.61	\$0.00	ACCEPTS
		100.00%	0.00%	100.00%	0.00%	
3	Bridge Loan Claims against Aegerion Pharmaceuticals Holdings, Inc.	5	0	\$74,456,659.61	\$0.00	ACCEPTS
		100.00%	0.00%	100.00%	0.00%	
4	Novelion Intercompany Loan Claims against Aegerion Pharmaceuticals, Inc.	2	0	\$36,340,174.25	\$0.00	ACCEPTS
		100.00%	0.00%	100.00%	0.00%	
4	Novelion Intercompany Loan Claims against Aegerion Pharmaceuticals Holdings, Inc.	1	0	\$36,340,173.25	\$0.00	ACCEPTS
		100.00%	0.00%	100.00%	0.00%	
6B	Other General Unsecured Claims against Aegerion Pharmaceuticals, Inc.	24	3	\$293,846,035.69	\$3,668,825.25	ACCEPTS
		88.89%	11.11%	98.77%	1.23%	
6B	Other General Unsecured Claims against Aegerion Pharmaceuticals Holdings, Inc.	No ballot submitted by a holder entitled to vote in this class				N/A

**Exhibit B1**

Aegerion Pharmaceuticals, Inc., et al.,  
Exhibit B1 - Report of Ballots Excluded from Tabulation

Plan Class	Plan Class Description	Creditor Name	Voting Amount	Accept / Reject	Reason(s) for Exclusion
3	BRIDGE LOAN CLAIMS	ATHYRIUM OPPORTUNITIES II ACQUISITION LP	\$14,519,706.35	ACCEPT	SUPERSEDED BY LATER RECEIVED VALID BALLOT
3	BRIDGE LOAN CLAIMS	ATHYRIUM OPPORTUNITIES II ACQUISITION LP	\$14,519,706.35	NO VOTE	HOLDER DID NOT VOTE TO ACCEPT OR REJECT THE PLAN



**Exhibit B2**

**Aegerion Pharmaceuticals, Inc., et al.**  
**Exhibit B2 - Report of Public Security Ballots Excluded from Tabulation**

Plan Class	Plan Class Description	DTC Participant Name	DTC Participant #	Principal Amount	Accept/Reject	Reason(s) for Exclusion
6B	Other General Unsecured Claims	CGMI	505	\$25,000,000.00	ACCEPT	SUPERSEDED BY LATER RECEIVED VALID BALLOT